

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

KEMPER VALVE & FITTINGS CORP.

Plaintiff,

v.

BUDDY WOOD, KENNETH KLINGBAIL,
FLOW VALVE, LLC,

Defendants.

No. 08 C 513

HONORABLE JUDGE GUZMAN
MAGISTRATE JUDGE NOLAN

DECLARATION OF BUDDY WOOD

I, Buddy Wood, declare and state as follows:

1. I am over eighteen years of age, have personal knowledge of the matters set forth herein, and am competent to testify as to them if called upon to do so.
2. I am a citizen and resident of the State of Oklahoma where I have resided since 1992.
3. I am not currently and have not been an employee, representative, agent, or member of Flow Valve, LLC.
4. I did not ask Ken Klingbail to leave Kemper and work for Flow Valve.
5. I did not enter into any agreement with Ken Klingbail to create a competitor to Kemper or to create Flow Valve, LLC.
6. None of Kemper's top twenty (20) customers are located in Illinois.
7. I have not had any contacts whatsoever with persons or entities located in Illinois on behalf of Flow Valve, LLC.

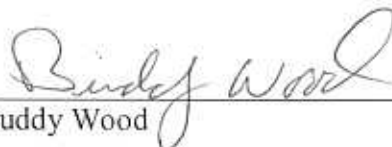


8. While I was employed by Kemper Valve & Fittings Corp., I worked out of Kemper's facilities located in Sulphur, Oklahoma.

9. The only time I have been in the state of Illinois since I retired from Kemper was flying into Midway airport and renting a car to drive to Indiana on personal business.

UNDER PENALTIES OF LAW AS PROVIDED IN SECTION 1-109 OF THE ILLINOIS CODE OF CIVIL PROCEDURE, I DECLARE THAT THE FOREGOING STATEMENTS ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Dated: February 28, 2008


Buddy Wood